



MELBOURNE IT

Melbourne IT Ltd ABN 21 073 716 793

**All correspondence and enquiries to  
Melbourne IT Share Registry**

Link Market Services Limited

Level 12, 680 George Street,

Sydney NSW 2000, Locked Bag A14

SYDNEY SOUTH NSW 1235

Telephone 1300 554 474 or +61 (0)2 8280 7761

Facsimile (General) +61 (0)2 9287 0303

Facsimile (Proxy forms only) +61 (0)2 9287 0309

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

# Notice of Annual General Meeting

Notice is hereby given that the fifteenth Annual General Meeting of Melbourne IT Ltd will be held at the Spring Street Conference Centre, No. 1 Spring Street, Melbourne, Victoria on Tuesday, 24 May 2011 at 11:00 am (Melbourne time).

## **Business and Special Business**

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### **Financial Statements and Report**

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the financial year ended 31 December 2010.

### **Resolution 1: Re-election and Election of Directors**

- (a) Mr Simon Jones retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) Mr Andrew Walsh retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.

### **Resolution 2: Adoption of the Remuneration Report for the Year Ended 31 December 2010**

To adopt the Remuneration Report for the year ended 31 December 2010.

**Resolutions 1-2 will be proposed as ordinary resolutions.**

### **Other Business**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions or make comments at the meeting on the management of the Company, including asking questions of the auditor of the Company.

By order of the Board

**Ashe-lee Jegathesan**

Company Secretary

21 April 2011

# Explanatory Notes

## Business and Special Business

### Financial Statements and Report

The Annual Report, Financial Statements and the reports of the Directors and the auditor for the year ended 31 December 2010 will be presented for consideration. The Annual Report is available on Melbourne IT's corporate website (<http://melbourneit.info/>).

### Resolution 1: Re-election and Election of Directors

Personal particulars for Mr Jones and Mr Walsh are set out below.



#### Resolution 1(a): Mr Simon Jones

Mr Jones is a Chartered Accountant and a director of Canterbury Partners Pty Ltd which is a boutique corporate advisory business located in Melbourne. He has extensive experience in investment advisory, valuations, mergers and acquisitions, public offerings, audit and venture capital.

Mr Jones is Chairman of the Advisory Board of MAB Limited, a director of Computershare Limited and Treasurer of the Melbourne International Arts Festival Ltd. Mr Jones is former Managing Director of N.M. Rothschild and Sons (Australia) – Melbourne office. He is also a former Head of Audit and Business Advisory (Australia & New Zealand) and Corporate Finance (Melbourne) of Arthur Andersen.

Mr Jones was appointed to the Board on 12 March 2003, and was appointed Chairman on 1 November 2009.

The Board (other than Mr Jones and Mr Walsh, in relation to their own re-election) recommends that you vote in favour of resolutions 1(a) and (b).



#### Resolution 1(b): Mr Andrew Walsh

Mr Walsh has extensive experience in the global internet industry, primarily in the development of successful online businesses and expanding into new geographies. Prior to joining the Melbourne IT Board, Mr Walsh spent seven years as President, CEO & Director of leading online competitive intelligence firm Hitwise Inc.

His previous industry experience includes his role as COO of Australian internet pioneer, Sausage Software Limited (now SMS Management & Technology Ltd), where he was responsible for sales, marketing, product development and customer service. Early in his career, Mr Walsh worked as Senior Manager with Coopers & Lybrand (now PricewaterhouseCoopers).

Mr Walsh holds a Bachelor of Business (Accounting) from Swinburne University and is a Member of the Institute of Chartered Accountants.

Mr Walsh was appointed to the Board in June 2008 and is Chairman of the Human Resources, Remuneration and Nomination Committee (HRRNC).

### Resolution 2: Adoption of Remuneration Report by ordinary resolution

In accordance with the requirements of the Corporations Act, the Board is submitting its Remuneration Report to shareholders for consideration and adoption by way of advisory resolution. This resolution does not bind the Directors of the Company. The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements in place for the Managing Director, senior executives and non-executive directors.

The Remuneration Report is presented within the Directors' Report of the Melbourne IT Limited 31 December 2010 Annual Report. It is also available on Melbourne IT's corporate website (<http://melbourneit.info/>).

A reasonable opportunity will be provided for shareholders to ask questions about or to make comments on the Remuneration Report at the meeting.

The Board recommends that shareholders vote in favour of resolution 2.

## General Information

### Proxies

A member entitled to attend and vote at the AGM may appoint a person to attend and vote at the meeting as the member's proxy. If a member is entitled to cast two or more votes at the AGM, they may appoint two proxies. If you wish to appoint a second proxy you will need to complete a second form. Please contact Link Market Service Limited ("Link") on 1300 55 44 74 or +61 (0)2 8280 7761 to obtain an additional Proxy Form.

A proxy need not be a member and can be an individual or a body corporate. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

Proxies may only be appointed by returning the enclosed Proxy Form to Link no later than 11am Sunday 22 May 2011. The Proxy Form can be sent by facsimile to Link on +61 (0)2 9287 0309 or sent by post to Link at Locked Bag A14, Sydney, NSW 1235. The Proxy Form must be signed by the member or an attorney duly authorised in writing. If the member is a company, the form must be executed under the seal of the company or by its duly authorised officer or attorney. Where two or more persons are registered as members each person must sign the Proxy Form.

Melbourne IT offers shareholders the ability to lodge proxy forms online. To lodge your proxy from online, please go to <http://melbourneit.info/investor-centre/shareholder-services>. Click on the link that states "Login to the secure shareholder services console". You will then need to enter your Security Reference Number (SRN) or Holder Identification Number (HIN), your surname or Company name, and your postcode. Then choose "Proxy Voting" from the "Actions" drop down box and follow the online prompts. Note: If you lodge your proxy form online, you do not need to return a hard copy proxy form. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

### Corporate Representatives

For a Corporate Representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

### Voting Entitlements

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held. However if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

In accordance with the Corporations Act, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm Melbourne time on Friday, 20 May 2011.